

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF NEW YORK					VOLUNTARY PETITION					
Name of Debtor (if individual, enter Last, First, Middle): Brown Media Holdings Company					Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 26-0684756					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):					
Street Address of Debtor (No. and Street, City, and State): 10222 Alliance Road Cincinnati, Ohio <div style="text-align: right;">ZIP CODE 45242</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>					
County of Residence or of the Principal Place of Business: Hamilton County, Ohio					County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					
Location of Principal Assets of Business Debtor (if different from street address above):										
Type of Debtor (Form or Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>			Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div style="width: 48%;"> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> <hr/> Nature of Debts (Check one box.) <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house-hold purpose." </div> <div style="width: 48%;"> <input checked="" type="checkbox"/> Debts are primarily business debts. </div> </div>				
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). <hr style="border-top: 1px dashed black;"/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 </div>										
Estimated Assets <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 Billion </div>										
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 Billion </div>										

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Brown Media Holdings Company

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)Location
Where Filed:

Case Number:

Date Filed:

Location
Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor:

See Schedule A attached hereto

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No.**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.**Information Regarding the Debtor - Venue**

(Check any applicable box.)

- ☐ Debtor has been domiciled or has had a residence, principal place of business or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interest of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)_____
(Name of landlord that obtained judgment)_____
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Brown Media Holdings Company

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

X _____
Signature of Attorney for Debtor(s)

Edward M. Fox, Esq.
Printed Name of Attorney for Debtor(s)

K&L Gates LLP
Firm Name

599 Lexington Avenue
New York, NY 10022
Address

(212) 536-3900
Telephone Number

April 30, 2010
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedule is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Roy Brown
Printed Name of Authorized Individual

President and Chief Executive Officer
Title of Authorized Individual

April 30, 2010
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, or Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the approval official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 22 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

SCHEDULE A

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X	:	
In re:	:	Chapter 11
	:	
THE BROWN PUBLISHING	:	Case No. _____
COMPANY, <i>et al.</i> ,	:	
	:	(Joint Administration Requested)
Debtors.	:	
-----X	:	

E.D.N.Y. LOCAL BANKRUPTCY RULE 1073-2 STATEMENT

1. On the date hereof, each of the affiliated entities listed below (including the Debtor in this Chapter 11 Case) filed voluntary petitions for relief under Chapter 11, Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., in the United States Bankruptcy Court for the Eastern District of New York (the “Court”):

- (a) The Brown Publishing Company
- (b) Brown Media Holdings Company
- (c) Troy Daily News Inc.
- (d) SC Biz News, LLC
- (e) ARG, LLC
- (f) Utah Business Publishers, LLC
- (g) Texas Business News, LLC
- (h) Brown Business Ledger, LLC
- (i) Upstate Business News, LLC
- (j) Dan’s Papers, Inc.
- (k) Texas Community Newspapers, Inc.
- (l) Business Publications, LLC

- (m) Brown Publishing, Inc., LLC
- (n) Boulder Business Information, Inc.
- (o) The Delaware Gazette Company

2. Contemporaneously with the filing of the petitions, these entities filed a motion requesting that the Court jointly administer their Chapter 11 Cases for procedural purposes only.

I, the undersigned officer of the Brown Publishing Company and Brown Media Holdings Company, declare under penalty of perjury that, except as otherwise set forth herein, the instant bankruptcy case is not related to any case now pending or pending at any time.

Dated: April 30, 2010



Name: Roy Brown

Title: President and Chief Executive Officer

SCHEDULE B

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

In re:

THE BROWN PUBLISHING COMPANY
et al.,

Debtors¹.

Chapter 11

Case No. _____

(Joint Administration Requested)

CORPORATE OWNERSHIP AND E.D.N.Y. LBR 1073-3 STATEMENT

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

I, ROY BROWN, being duly sworn, depose and say, under penalty of perjury:

1. I am the President and Chief Executive Officer of the Brown Publishing Company (“BPC”) and Brown Media Holdings Company (“BMH” and collectively with the other Debtors in the above-captioned chapter 11 cases, the “Debtors” or “Brown”). I have served as the President and Chief Executive Officer of BPC since January 1, 2000 and of BMH since September 19, 2007. In my capacity as President and Chief Executive Officer of BPC and BMH, I am authorized to make this statement in compliance with the obligations of a debtor-in-possession under Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1073-2 of the Local Bankruptcy Rules for the Eastern District of New York .

¹ The Debtors are The Brown Publishing Company, Brown Media Holdings Company, Troy Daily News, Inc., The Delaware Gazette Company, Brown Publishing, Inc., LLC, Dan's Papers, Inc., Texas Community Newspapers, Inc, SC Biz News, LLC, Utah Business Publishers, LLC, Brown Business Ledger, LLC, Texas Business News, LLC, Upstate Business News, LLC, Business Publications, LLC, ARG, LLC and Boulder Business Information, Inc.

2. There are no corporations, governmental units or otherwise, that directly or indirectly own 10% or more of any class of equity interests in BPC.

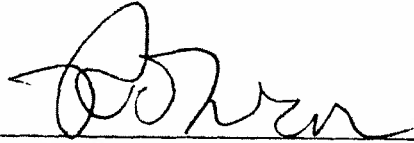
3. BPC owns 100% of the equity interests of the following subsidiaries: (a) Troy Daily News, Inc., an Ohio Corporation (b) The Delaware Gazette Company, Inc., an Ohio Corporation (c) ARG, LLC, a Texas Limited Liability Company, (d) Utah Business Publishers, LLC, a Utah Limited Liability Company, (e) Texas Business News, LLC, a Texas Limited Liability Company, (f) Brown Business Ledger, LLC, an Illinois Limited Liability Company and (g) Upstate Business News, LLC, a South Carolina Limited Liability Company.

4. BPC owns 86% of the equity interests of SC Biz News, LLC, a South Carolina Limited Liability Company.

5. In 2007, certain shareholders of BPC created BMH, a corporation organized under the laws of the State of Ohio, to acquire certain business publications in New York, Ohio, Iowa and Texas. There are no corporations, governmental units or otherwise, that directly or indirectly own 10% or more of any class of equity interests in BMH.

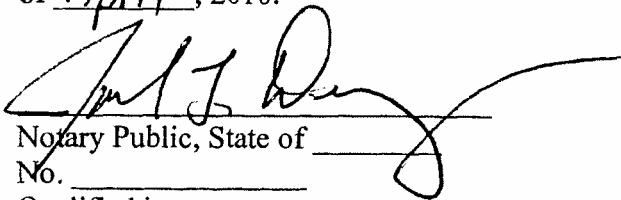
6. BMH owns 100% of the equity interests in the following subsidiaries: (a) Dan's Papers Inc., a New York Corporation, (b) Texas Community Newspapers, Inc., a Texas Corporation, (c) Brown Publishing Inc., LLC, an Ohio Limited Liability Company and (d) Boulder Business Information, Inc., a Colorado Corporation. Both BPC and BMH maintain headquarters in Cincinnati, Ohio.

7. The information contained herein is true and correct to the best of my knowledge,
information and belief.



ROY BROWN
President and Chief Executive Officer
THE BROWN PUBLISHING COMPANY
-and-
BROWN MEDIA HOLDINGS COMPANY

Sworn to before my this 30th day
of April, 2010.



Notary Public, State of _____

No. _____

Qualified in _____

Commission Expires: _____



JOEL LARNER DEMPSEY
Attorney At Law
Notary Public, State of Ohio
My Commission Has No Expiration Date
Section 147.03 R.C.

Edward M. Fox
Eric T. Moser
K&L GATES LLP
599 Lexington Avenue
New York, NY 10022
(212) 536-3900

Proposed Counsel for Debtors,
Brown Media Holdings Company

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
BROWN MEDIA HOLDINGS : Case No. _____
COMPANY, :
: :
Debtor. :
-----X

**LIST OF TWENTY CREDITORS HOLDING LARGEST
UNSECURED CLAIMS AGAINST BROWN MEDIA HOLDINGS COMPANY**

Set forth below is a list of creditors holding the twenty (20) largest unsecured claims against Brown Media Holdings Company (the "Debtor") as of April 30, 2010. The list has been prepared from the books and records of the Debtors.

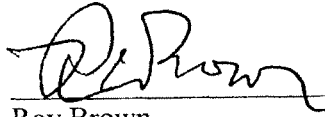
The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. Inclusion of a claim on the attached consolidated list is not an admission that the amounts listed are undisputed, fixed and liquidated nor an admission that the amounts are owed by more than one of the Debtors

Name of creditor and complete mailing address including zip code	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
NONE			

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION

I, Roy Brown, President of Brown Media Holdings Company, declare under penalty of perjury that I have read the list of creditors holding the twenty (20) largest unsecured claims against Brown Media Holdings Company submitted herewith and that it is true and correct to the best of my information and belief.

Dated: April 30, 2010

A handwritten signature in black ink, appearing to read "Roy Brown", is written over a horizontal line.

Roy Brown
President

Edward M. Fox
Eric T. Moser
K&L GATES LLP
599 Lexington Avenue
New York, NY 10022
(212) 536-3900

Proposed Counsel for Debtors,
The Brown Publishing Company, *et al.*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X	
In re:	:
	:
THE BROWN PUBLISHING	:
COMPANY, <i>et al.</i> ,	:
	:
Debtors.	:
-----X	

Chapter 11
Case No. _____
(Jointly Administered)

CONSOLIDATED LIST OF CREDITORS
HOLDING FIVE LARGEST SECURED CLAIMS

Set forth below is a list of creditors holding the five (5) largest secured claims against the Debtors¹ as of April 30, 2010. The list has been prepared from the books and records of the Debtors.

Name and Address of Creditor	Nature of Lien	Value of Collateral	Amount of Claim
PNC Bank, National Association Successor agent to the Debtors' pre-petition secured first lien lenders c/o Reed Smith LLP 2500 One Liberty Place 1650 Market Street Philadelphia, PA 19103 Ph: 215-851-8100 Fax: 215-851-1420 Attn: Matthew E. Tashman, Esq.	First priority security interest in substantially all assets	\$94,884,180.00 (book value as of February 2010)	\$70,527,443.34


¹ The Debtors are The Brown Publishing Company, Brown Media Holdings Company, ARG, LLC, Business Publications, LLC, Troy Daily News, Inc., The Delaware Gazette Company, Brown Publishing, Inc., LLC, Dan's Papers, Inc., Texas Community Newspapers, Inc, SC Biz News, LLC, Utah Business Publishers, LLC, Brown Business Ledger, LLC, Texas Business News, LLC, Upstate Business News, LLC, and Boulder Business Information, Inc.

Name and Address of Creditor	Nature of Lien	Value of Collateral	Amount of Claim
Wilmington Trust Company Successor agent to the Debtors' pre-petition secured second lien lenders c/o Proskauer Rose LLP One International Place Boston, MA 02110 Ph: 617.526.9749 Fax: 617.526.9899 Attn: Peter J. Antoszyk, Esq.	Second priority security interest in substantially all assets	\$94,884,180.00 (book value as of February 2010)	\$24,300,336.12

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION

I, Roy Brown, President of The Brown Publishing Company, Brown Media Holdings Company and the other Debtors in the above-captioned chapter 11 cases, declare under penalty of perjury that I have read the consolidated list of creditors holding the five largest secured claims against the Debtors submitted herewith and that it is true and correct to the best of my information and belief.

Dated: April 30, 2010



Roy Brown
President

Edward M. Fox
Eric T. Moser
K&L GATES LLP
599 Lexington Avenue
New York, NY 10022
(212) 536-3900

Proposed Counsel for Debtors,
The Brown Publishing Company, *et al.*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
BROWN MEDIA HOLDINGS : Case No. _____
COMPANY, :
: :
Debtor. :
-----X

**LIST OF EQUITY SECURITY HOLDERS OF
BROWN MEDIA HOLDINGS COMPANY**

The following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a) for filing in this chapter 11 case:

Name and last known address or place of business of holder	Security Class	Number of Securities
Clancy Brown 3141 Oak Dell Lane Studio City, CA 91604	Common	150 shares
Roy Brown 10222 Alliance Road Cincinnati, OH 45242	Common	350 shares

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION

I, Roy Brown, President of Brown Media Holdings Company, declare under penalty of perjury that I have read the List of Equity Security Holders submitted herewith and that it is true and correct to the best of my information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 30, 2010

A handwritten signature in dark ink, appearing to read "Roy Brown", is written over a horizontal line.

Roy Brown
President

Edward M. Fox
Eric T. Moser
K&L GATES LLP
599 Lexington Avenue
New York, NY 10022
(212) 536-3900

Proposed Counsel for Debtors,
The Brown Publishing Company, *et al.*

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X	
In re:	:
	:
BROWN MEDIA HOLDINGS	:
COMPANY,	:
	:
Debtor.	:
-----X	

Chapter 11

Case No. _____

**MAILING MATRIX OF EQUITY SECURITY HOLDERS OF
BROWN MEDIA HOLDINGS COMPANY**

Clancy Brown
3141 Oak Dell Lane
Studio City, CA 91604

Roy Brown
10222 Alliance Road
Cincinnati, OH 45242

VERIFICATION OF MAILING MATRIX

I, Roy Brown, President of Brown Media Holdings Company, hereby verify that the Mailing Matrix of Equity Security Holders of Brown Media Holdings Company submitted herein is true and correct to the best of my knowledge.

Dated: April 30, 2010

A handwritten signature in cursive script, appearing to read 'Roy Brown', written over a horizontal line.

Roy Brown
President

**BROWN MEDIA HOLDINGS COMPANY
MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS**

A special telephonic meeting of the Board of Directors (the "Board") of **Brown Media Holdings Company**, an Ohio corporation (the "Company") was held on April 30th, 2010 at 6:50 p.m. EDT.

There were present:

Roy Brown
Clancy Brown
Joel Dempsey

comprising a quorum of the Board.

Roy Brown declared the meeting duly convened and constituted.

The Board has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses; and the Board has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company. Upon motion duly made, and seconded, it was unanimously resolved as follows:

I. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, that the officers of the Company (each an "Authorized Officer" and, collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other motions, cash collateral stipulations, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized to employ the law firm of K&L Gates LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and, in connection

therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of K&L Gates LLP;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized to employ the firm of Mesirow Financial Consulting, LLC as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations; and, in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Mesirow Financial Consulting, LLC;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized to employ Sam B. Mitchell as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Sam B. Mitchell;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized to employ the firm of Epiq Bankruptcy Solutions, LLC as claims and notice agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Epiq Bankruptcy Solutions, LLC;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and empowered to act on behalf of the Company to authorize each of its member-managed limited liability company subsidiaries, namely Business Publications, LLC and Brown Publishing, Inc., LLC, to file a voluntary petition for relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") and take other action they deem necessary or proper in connection therewith.

II. Debtor-In-Possession Credit Facility

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and other parties in interest, to enter into a Commitment Letter for a Debtor-in Possession Revolving Credit Facility and a subsequent Debtor-In Possession Credit Facility (along with a Security Agreement, and other instruments, agreements, documents and certificates reasonably required thereunder, the "Loan Documentation"), with the Company, its subsidiaries, Brown Media Holdings Company and its subsidiaries (collectively "Borrowers"), PNC Bank, N.A., as Agent (the "Agent") and certain lenders (the "Lenders"), pursuant to which the Lenders intend to provide a revolving credit facility in the maximum principal amount of \$2,500,000, upon terms and conditions as set forth in the Loan Documentation;

RESOLVED, that the Company is authorized to, from time to time, incur obligations under the Loan Documentation (the "Obligations") and to encumber the Company's assets as collateral security for the Obligations;

RESOLVED, that the Company and each Authorized Officer is hereby authorized to execute, deliver and perform the Loan Documentation, the signature of only one such officer being necessary and each Authorized Officer is authorized to take such additional actions and to execute such additional documents and instruments as are necessary to carry out the foregoing resolutions.

III. Further Actions and Prior Actions

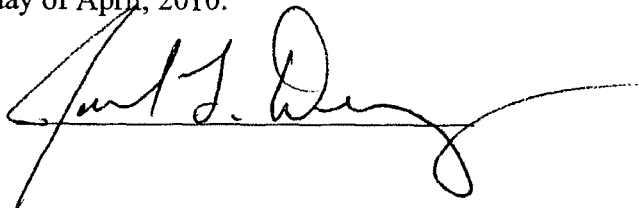
RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

Upon motion duly made, seconded and carried, the meeting was adjourned at 7:05 p.m. EDT.

I, Joel Dempsey, Secretary of the Company, do hereby certify that the above is a true, correct and complete copy of the Minutes of the Special Meeting of the Board of Directors of the Company held on April 30, 2010.

I have therefore signed my name this 30th day of April, 2010.

A handwritten signature in black ink, appearing to read "Joel L. Dempsey", with a long horizontal flourish extending to the right.